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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 29, 2002

JOINT PETITION OF

COMCAST BUSINESS COMMUNICATIONS  
OF VIRGINIA, LLC,

CASE NO. PUA020010

JONES TELECOMMUNICATIONS OF VIRGINIA, INC.,

and

COMCAST CORPORATION

For approval of transfer of ultimate  
control of Comcast Business Communications  
of Virginia, Inc.

JOINT PETITION OF

AT&T CORP.

CASE NO. PUA020012

and

AT&T COMCAST CORPORATION

For approval to change control of  
AT&T Broadband Phone of Virginia, Inc.,  
to AT&T Comcast Corporation

ORDER FOR NOTICE AND COMMENT

On March 5, 2002, Comcast Business Communications of  
Virginia, LLC ("CBC"),<sup>1</sup> Jones Telecommunications of Virginia,

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<sup>1</sup> CBC is authorized to provide local exchange and interexchange telecommunications services in Virginia. See Case No. PUC000294, Certificate No. TT-141A and Certificate No. T-546 dated March 23, 2001.

Inc. ("Jones-VA"),<sup>2</sup> and Comcast Corporation ("Comcast") filed a joint petition requesting approval, pursuant to § 56-88.1 of the Code of Virginia ("Code"), to transfer ownership and control of Comcast, the ultimate parent of CBC and Jones-VA to a newly-created ultimate parent, AT&T Comcast Corporation ("AT&T Comcast") ("Jones Comcast Petition"). This petition will be docketed as Case No. PUA020010.

On March 7, 2002, AT&T Corp. ("AT&T") and AT&T Comcast filed a joint petition requesting approval, pursuant to § 56-88.1 of the Code of Virginia, to transfer ownership and control of AT&T Broadband Phone of Virginia, Inc. ("AT&T Broadband Phone of VA"),<sup>3</sup> to AT&T Comcast ("AT&T Broadband Petition"). This petition will be docketed as Case No. PUA020012. Collectively, CBC, Jones-VA, Comcast, and AT&T Comcast will be referenced as the "Petitioners."

Both petitions are affected by an Agreement and Plan of Merger dated December 19, 2001, between Comcast and AT&T Corp. Pursuant to that Agreement, AT&T Comcast is being formed to hold AT&T Corp.'s broadband business and all of Comcast's businesses.

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<sup>2</sup> By Order dated June 28, 1996, in PUC960003, Jones-VA was granted a certificate to provide local exchange telecommunications services within the City of Alexandria and the counties of Arlington, Fairfax, and Prince William, including all cities and incorporated areas within those counties.

<sup>3</sup> AT&T Broadband Phone of VA is authorized to provide local exchange telecommunications services and interexchange telecommunications services in the City of Richmond, the Town of Ashland, and the counties of Goochland, Hanover, Henrico, and Louisa pursuant to Certificate Nos. T-371b and TT-30C.

Upon completion of the transaction, Comcast will be a wholly owned subsidiary of AT&T Comcast. The AT&T broadband business will be conducted through a separate subsidiary of AT&T Comcast. The Petitioners represent that the change in Comcast's control does not involve a transfer of operating authority and that it will not, therefore, affect the identities of CBC, Jones-VA, and AT&T Broadband Phone of VA or the rates, terms, and conditions under which services are currently being provided in Virginia.

NOW THE COMMISSION, having considered the above-referenced petitions, is of the opinion that such petitions should be considered together.

Pursuant to § 56-88.1 of the Code, the Commission must act on the petitions within sixty days of the filing of the petitions, or the petitions will be deemed to be approved. We note that the issues involved in the petitions will require additional time for review. As such, we are of the opinion that sixty days is not sufficient time in which to investigate fully matters associated with the above-referenced petitions. Therefore, it is appropriate to extend the period of review of issues under § 56-88.1 of the Code through June 3, 2002.

We also believe that public notice should be given, interested persons should have an opportunity to comment and request a hearing, and the Commission Staff should file a report

detailing the results of its review of the above-captioned proceedings.

Accordingly, IT IS ORDERED THAT:

(1) CBC's, Jones-VA's, and Comcast's petition for transfer of ultimate control of CBC shall be docketed as Case No. PUA020010.

(2) AT&T's and AT&T Comcast's petition for approval to change control of AT&T Broadband Phone of VA shall be docketed as Case No. PUA020012.

(3) The review of the above-referenced petitions governed by § 56-88.1 shall be extended through June 3, 2002.

(4) The Petitioners shall promptly make a copy of their joint petitions and supporting materials filed in Case Nos. PUA020010 and PUA020012 available to the public, who may obtain a copy of the joint petitions at no charge, by requesting it in writing from the appropriate counsel at the address detailed below.

(5) On or before May 3, 2002, any interested person may file comments and/or requests for hearing on the Jones Comcast Petition. Any request for hearing shall detail the reasons that such issues cannot be adequately addressed in written comments. Interested persons shall file with the Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, an original and fifteen (15) copies of

comments and/or requests for hearing and shall refer to Case No. PUA020010. A copy of those comments and/or requests for hearing shall simultaneously be sent to counsel in Case No. PUA020010 as follows: Eric M. Page, Esquire, LeClair Ryan, P.C., 4201 Dominion Boulevard, Suite 200, Glen Allen, Virginia 23060.

(6) On or before May 3, 2002, any person filing comments or requests for hearing in Case No. PUA020010 may also file a notice of participation in accordance with Rule 80 B of the Commission's Rules of Practice and Procedure ("Rules"), 5 VAC 5-20-80 B. A copy of any notice of participation must simultaneously be sent to the counsel at the address set forth in Ordering Paragraph (5) above.

(7) On or before May 3, 2002, any interested person may file comments and/or requests for hearing on the AT&T Broadband Petition. Any request for hearing shall detail the reasons that such issues cannot be adequately addressed in written comments. Interested persons shall file with the Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, an original and fifteen (15) copies of such comments and/or requests for hearing and shall refer to Case No. PUA020012. A copy of those comments and/or requests for hearing shall simultaneously be sent to counsel in Case No. PUA020012 as follows: Donald G. Owens, Esquire, Troutman

Sanders Mays & Valentine, L.L.P., 1111 East Main Street,  
Richmond, Virginia 23219.

(8) On or before May 3, 2002, any person filing comments or requests for hearing in Case No. PUA020012 may also file a notice of participation in accordance with Rule 80 B of the Commission's Rules of Practice and Procedure ("Rules"), 5 VAC 5-20-80 B. A copy of any notice of participation in Case No. PUA020012 must simultaneously be sent to the counsel at the address set forth in Ordering Paragraph (7) above.

(9) The Commission Staff shall review the petitions filed in Case Nos. PUA020010 and PUA020012 and shall file, on or before May 13, 2002, an original and fifteen (15) copies of its reports detailing the results of its investigation of such matters.

(10) On or before May 20, 2002, the parties and interested persons may file any response they may have to Staff's Report.

(11) The Petitioners shall respond to written interrogatories within seven (7) calendar days after receipt of the same. Except as modified above, discovery shall be in accordance with Part IV of the Rules.

(12) On or before April 5, 2002, the Petitioners shall publish the following notice as display advertising, not classified, once in newspapers of general circulation in CBC's,

Jones-VA's, and AT&T Broadband Phone of VA's service territories.

NOTICE TO THE PUBLIC OF JOINT PETITION OF  
(1) COMCAST BUSINESS COMMUNICATIONS OF  
VIRGINIA, LLC, JONES TELECOMMUNICATIONS OF  
VIRGINIA, INC., AND, (2) COMCAST CORPORATION  
(CASE NO. PUA020010) AND JOINT PETITION OF  
AT&T CORP. AND AT&T COMCAST CORPORATION  
(CASE NO. PUA020012)

On March 5, 2002, Comcast Business Communications of Virginia, LLC ("CBC"), Jones Telecommunications of Virginia, Inc. ("Jones-VA"), and Comcast Corporation ("Comcast") filed a joint petition requesting approval, pursuant to § 56-88.1 of the Code of Virginia ("Code"), to transfer ownership and control of Comcast, the ultimate parent of CBC and Jones-VA to a newly-created ultimate parent, AT&T Comcast Corporation ("AT&T Comcast") ("Jones Comcast Petition"). The Jones Comcast Petition is docketed as Case No. PUA020010.

On March 7, 2002, AT&T Corp. ("AT&T") and AT&T Comcast filed a joint petition requesting approval, pursuant to § 56-88.1 of the Code, to transfer ownership and control of AT&T Broadband Phone of Virginia, Inc. ("AT&T Broadband Phone of VA"), to AT&T Comcast ("AT&T Broadband Petition"). The AT&T Broadband Petition is docketed as Case No. PUA020012. Collectively, CBC, Jones-VA, Comcast, AT&T, AT&T Comcast will be referenced as the "Petitioners."

Both petitions are affected by an Agreement and Plan of Merger dated December 19, 2001, between Comcast and AT&T Corp. Pursuant to that Agreement, AT&T Comcast is being formed to hold AT&T Corp.'s broadband business and all of Comcast's businesses. Upon completion of the transaction, Comcast will be a wholly owned subsidiary of AT&T Comcast. The AT&T

broadband business will be conducted through a separate subsidiary of AT&T Comcast. Petitioners represent that the change in Comcast's control does not involve a transfer of operating authority and that it will not, therefore, affect the identities of CBC, Jones-VA, and AT&T Broadband Phone of VA or the rates, terms, and conditions under which services are currently being provided in Virginia.

The Commission has extended its review of the above-referenced petitions through June 3, 2002. Copies of the above-referenced petitions are available for inspection during regular business hours at the State Corporation Commission, Document Control Center, First Floor, Tyler Building, 1300 East Main Street, Richmond, Virginia. Interested persons may also obtain a copy of the above-referenced petitions, at no charge, by requesting a copy in writing from the appropriate counsel for the proceeding as detailed herein.

On or before May 3, 2002, any interested person may file comments and/or request for hearing on the Jones Comcast Petition (Case No. PUA020010). Any request for hearing shall detail the reasons that such issues cannot be adequately addressed in written comments. Interested persons must file with the Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, an original and fifteen (15) copies of any comments and/or requests for hearing on the Jones Comcast Petition. Such comments and/or requests for hearing must simultaneously be sent to counsel for Case No. PUA020010 at the address noted below: Eric M. Page, Esquire, LeClair Ryan, P.C., 4201 Dominion Boulevard, Suite 200, Glen Allen, Virginia 23060.

On or before May 3, 2002, any interested person filing comments and/or



requests for hearing on the Jones Comcast Petition (Case No. PUA020010) may also file a notice of participation in accordance with Rule 80 B of the Commission's Rules of Practice and Procedure, 5 VAC 5-20-80 B. A copy of any notice of participation must simultaneously be sent to the counsel in Case No. PUA020010 at the address set forth above.

On or before May 3, 2002, any interested person may file comments and/or requests for hearing on the AT&T Broadband Petition (Case No. PUA020012). Any request for hearing shall detail the reasons that such issues cannot be adequately addressed in written comments. Interested persons must file with the Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, an original and fifteen (15) copies of any comments and/or requests for hearing on the AT&T Broadband Petition. Such comments and/or requests for hearing on AT&T must simultaneously be sent to counsel for Case No. PUA020012 at the address noted below: Donald G. Owens, Esquire, Troutman Sanders Mays & Valentine, L.L.P., 1111 East Main Street, Richmond, Virginia 23219.

On or before May 3, 2002, any interested person filing comments and/or requests for hearing on the AT&T Broadband Petition (Case No. PUA020012) may also file a notice of participation in accordance with Rule 80 B of the Commission's Rules of Practice and Procedure, 5 VAC 5-20-80 B. A copy of any notice of participation must simultaneously be sent to the counsel in Case No. PUA020012 at the address set forth above.

A copy of the Order for Notice and Comment may be obtained from the Clerk of the Commission. The text of the Order may be viewed at the Commission's website:  
<http://www.state.va.us/scc/caseinfo/orders.htm>.

COMCAST BUSINESS COMMUNICATIONS OF VIRGINIA,  
LLC, JONES TELECOMMUNICATIONS OF VIRGINIA,  
INC., COMCAST CORPORATION, AT&T CORP., AND  
AT&T COMCAST CORPORATION

(13) The Petitioners shall forthwith serve a copy of this Order on the Chairman of the Board of Supervisors of any county and upon the Mayor or Manager of any county, city, or equivalent officials in counties, towns, and cities having alternate forms of government in CBC's, Jones-VA's, and AT&T Broadband Phone of VA's service territories. Service shall be made by first-class mail or delivery to the customary place of business or residence of the person served.

(14) On or before April 19, 2002, the Petitioners shall provide the Commission with proof of notice required in Ordering Paragraphs (12) and (13).